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NOTIFICATIONS BY HEADS OF DEPARTMENTS, Etc.

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VISAKHAPATNAM PORT AUTHORITY
GENERAL ADMINISTRATION DEPARTMENT

No.IGAD/BDS/MISC/F.14/2024/3299,

Date : 12.08.2024.

VISAKHAPATNAM PORT AUTHORITY (MEETINGS OF BOARD. ITS POWERS AND
TRANSACTIONS OF BUSINESS) REGULATIONS, 2023.

NOTIFICATION

In exercise of the powers conferred by Sub-section (2) (a) and (b) of Section 72 read with Section 13 and 14 of the Major Port Authorities Act, 2021 and in supersession of Major Port Trusts (procedure at Board Meetings) Rules 1981, the Board of Major Port Authority for Visakhapatnam Port hereby makes the following Regulations, namely, Visakhapatnam Port Authority (Meetings of Board, its Powers and Transaction of Business) Regulations, 2023 and subject to the approval of the Central Government, as set out in the schedule annexed to this notification.

Dr. M. ANGAMUTHU,
Chairperson of the Borad,
Visakhapatnam Port Authority.

BOARD OF VISAKHAPATNAM PORT AUTHORITY**SCHEDULE****VISAKHAPATNAM PORT AUTHORITY (MEETINGS OF BOARD, ITS POWERS AND TRANSACTION OF BUSINESS) REGULATIONS, 2023**

In exercise of the powers conferred by clauses (a) and (b) of sub-section (2) of section 72 read with sections 13, 14, 18 and 20 of the Major Port Authorities Act, 2021 (1 of 2021), the Board of the Visakhapatnam Port Authority, with the approval of the Central Government, hereby makes the following regulations, namely:-

1. Short title and commencement –

- (1) These regulations may be called the Visakhapatnam Port Authority (Meetings of Board, its Powers and Transaction of Business) Regulations, 2023.
- (2) They shall come into force on the date of their publication in the official Gazette.

2. Application-

These regulations shall apply to the Board of Visakhapatnam Port Authority.

3. Definitions:-

- (1) In these regulations, unless the context otherwise requires,-
- (a) "Act" means the Major Port Authorities Act, 2021(1 of 2021);
 - (b) "Board" means the Board of Visakhapatnam Port Authority;
 - (c) "Chairperson" means the Chairperson of the Board appointed under clause (a) of sub-section (1) of section 3 of the Act;
 - (d) "Committee" means a committee constituted by the Board under sub-section (1) of section 14 of the Act;
 - (e) "Deputy Chairperson" means the Deputy Chairperson of the Board appointed under clause (b) of sub-section (1) of section 3 of the Act;
 - (f) "Designated Officer" means any officer of Visakhapatnam Port Authority entrusted by the Board with the duty and responsibility of issuance of notice, circulation of agenda, recording, circulation and safe keeping of minutes of the meetings of the Board or any committee thereof;
 - (g) "Member" means a Member of the Board nominated /appointed as the case may be under clauses (c), (d), (e) or (f) of sub-section (1) of section 3 of the Act and includes the Chairperson and Deputy Chairperson.
 - (h) "Section" means a section of the Act.

- (2) Words and expressions used and not defined in these regulations but defined in the Act, shall have the same meanings respectively assigned to them in the Act.

4. Frequency, date and venue of Board Meetings -

- (1) The Board shall hold its first meeting within thirty days of the date of its constitution and thereafter hold a minimum number of four meetings every financial year in such a manner that not more than one hundred and twenty days shall intervene between two consecutive meetings of the Board.
- (2) The Board shall from time to time determine, the date and time of its meetings:
 - Provided that where the Board is unable to do so for any reasons, the Chairperson and in his absence, the Deputy Chairperson or such other person as may be authorised by the Central Government may do so, for reasons to be recorded in writing.
- (3) The meetings of the Board shall be held at the Port premises, except where the Board in advance decides to hold any meeting at any other place for reasons to be recorded in writing.

5. Circulation of agenda and manner of participation -

- (1) The meetings of the Board shall be held through circulation of agenda.
- (2) A meeting of the Board shall be called by giving not less than three days' notice in writing to every Member at the address provided by such Member

and such notice along with the proposed agenda and all the relevant materials for the meeting shall be sent by the Designated Officer by hand delivery or by post or by electronic means.

- Provided that a meeting of the Board may be called at shorter notice to transact urgent business subject to the condition that the Member appointed under clause (e) of sub-section (1) of section (3) of the Act shall be present at the meeting:
- Provided further that in case of absence of the Member appointed under clause (e) of sub-section (1) of section (3) of the Act from any meeting of the Board, the decisions taken in such meeting shall attain finality through confirmation in the next meeting of the Board.

- (3) The notice of the meeting under sub-regulation (2) shall inform the Members regarding the option available to them to participate through video conferencing mode or other audio-visual means, and shall provide all the necessary information to enable the Members to participate through video conferencing mode or other audio-visual means.

6. Conduct of meetings of Board -

- (1) The meeting of the Board shall be presided by the Chairperson and if he is unable to attend the meeting, by Deputy Chairperson and in the absence of such Deputy Chairperson, by any other Member chosen by Members present among themselves at the meeting or by such other person as may be authorised by the Central Government in this behalf.
- (2) The participation of Members in a meeting of the Board may be either in person or through video conferencing or other audio-visual means, which are capable of recording and recognising the participation of the Members and of recording and storing the proceedings of such meetings along with date and time.
- (3) At the commencement of the Board meeting, a roll call shall be taken by the Chairperson or the person presiding the Board meeting, when every member participating through video conferencing or other audio-visual means shall state, for the record the following, namely:-
- a. name:
 - b. the location from where he or she is participating:
 - c. that he has received the agenda and all the relevant material for the meeting; and
 - d. that no one other than the concerned Member is attending or having access to the proceedings of the meeting at the location mentioned in clause (b).

- (4) After the roll call, the Chairperson or the person presiding the Board meeting, as the case may be, shall inform the Board about the names of persons other than the Members who are present for the said meeting, at the request or with the permission of the Chairperson or the person presiding the Board meeting and confirm that the required quorum is complete in accordance with the provisions of sub-regulation (1) of regulation 7.
- (5) The Chairperson or the person presiding the Board meeting shall ensure that the required quorum is present throughout the meeting.
- (6) The Members of the Board present in the meeting may, with the prior permission of the Chairperson or any other person presiding such meeting, consider and discuss additional items in the meeting which were not previously notified in the agenda circulated under sub-regulation (2) of regulation 5.
- (7) The Designated Officer shall take due and reasonable care on the following, namely: –
 - a. the notice of the Board meeting shall be sent to all the Members in the manner stipulated under sub-regulation (2) of regulation 5; and
 - b. to record proceedings and prepare the minutes of the meeting;
- (8) The statutory and other records which are required to be placed in the Board meeting as per the provisions of the Act shall be placed at the scheduled venue of the meeting and the same shall be deemed to have been accepted by the Members participating through electronic mode, if they have given their consent to this effect and it is so recorded in the minutes of the meeting.
 - Every participant shall identify himself for the record before speaking on any item of business on the agenda.
- (9) If a statement of a Member in the meeting through video conferencing or other audio visual means is interrupted or garbled, the Chairperson or the person presiding the Board Meeting shall request for a repeat or reiteration by the Member.
- (10) If a motion is objected to and there is a need to put the said agenda item to vote, the Chairperson or the person presiding the Board meeting shall call the roll and note the vote of each Member who shall identify himself while casting his vote.
- (11) From the commencement of the Board meeting and until the conclusion of such meeting, no person, other than the Chairperson or the person presiding the Board meeting, Members and any other person whose presence is required by the Board, shall be allowed access to the place where any

Member is attending the meeting either physically or through video conferencing without the permission of the Board.

- (12) At the end of discussion on each agenda item, the Chairperson or the person presiding the Board meeting shall announce the summary of the decision taken on such item along with names of the Members, if any, who dissented from the decision taken by the majority.
- (13) The Board shall with respect to the Board meetings observe secretarial standards, save and except those contrary to these regulations specified by the Institute of Company Secretaries of India constituted under section 3 of the Company Secretaries Act, 1980 (156 of 1980) and approved as such by the Central Government.

7. Quorum for meetings of the Board -

- (1) The quorum for any meeting of the Board shall be one-third of its total strength at the time of such meeting or four members, whichever is higher and the participation of the Members by video conferencing or by other audio visual means shall also be counted for the purposes of quorum under this sub-regulation, unless such Member is to be excluded for any items of business under any of the provisions of the Act.

Explanation - For the purposes of this Regulation-

- i. - any fraction of a number shall be rounded off as one;
- ii. - "total strength" means the total number of Members appointed as

Members of the Board from time to time and shall not include Members whose places are vacant.

- (2) The norm adopted by the Board for the purposes of quorum under sub-regulation (1) shall include –
- (a) permissibility to allow participation of the Members in the Board meeting by video conferencing or by other audio visual means; and
 - (b) provision for automatic adjournment, where a meeting of the Board could not be held for want of quorum, to such date as may be determined by the Members of the Board present and the notice of such adjournment shall be given to all Members and the business which was to have been brought before the original meeting, had there been a proper quorum, shall be brought before the adjourned meeting;
 - (c) where at the adjourned meeting also, if the required quorum is not present, then the Members present shall constitute the quorum; and

- (d) the procedure for leave of absence of any Member from any particular Board meeting to be approved by the Chairperson or the presiding member of the Board meeting.

8. Passing of resolution by circulation -

- (1) No resolution shall be deemed to have been duly passed by the Board by circulation, unless the resolution has been circulated in draft, together with the necessary papers, if any, to all the Members of the Board at the addresses provided by such Member by hand delivery, or by post, or by courier, or by electronic means and has been approved by a majority of the Members, who are entitled to vote on the resolution:
- Provided that, where not less than half of the total number of Members of the Board for the time being require that any resolution under circulation must be decided at a meeting, the Chairperson, or in his absence, the Deputy Chairperson of the Board, or any other Member chosen by Members present among themselves at the meeting, or such other person authorised by the Central Government shall put the resolution to be decided at a meeting of the Board
- (2) For the purpose of sub-regulation (1), every Member shall be required to give his vote of affirmation or denial to the resolution circulated in writing within three working days of receipt failing which his vote shall be presumed as approval to the resolution circulated.
- (3) A resolution passed under sub-regulation (1) shall be confirmed at a subsequent meeting of the Board and made part of the minutes of such meeting.

9. Expeditious disposal by Board - All questions at a meeting of the Board shall be-

- a. dealt with as expeditiously as possible and the Board shall dispose of the same within a period of sixty days from the date of its presentation before the Board:
- Provided that where any such question could not be disposed of by the Board within such period, the Board shall record the reasons in writing for not disposing of the same within the period so specified and the Chairperson or any other person presiding at such meeting may, after taking into account the reasons so recorded, extend the said period by such period not exceeding ninety days as the Chairperson or such person may consider necessary;
- b. Decided by a majority of votes by the Members present and voting and in the case of equality of votes, the Chairperson or in his absence, the person presiding the Board meeting shall have a second or casting vote.

10. Meetings of Board through video conferencing or other audio-visual means:

- (1) The Board shall comply with the procedure provided in this regulation for convening and conducting the Board meetings through video conferencing or other audio-visual means.
- (2) The Visakhapatnam Port Authority shall make necessary arrangements to avoid failure of video or audio visual connection.
- (3) The Designated Officer shall take due and reasonable care -
 - a. to safeguard the integrity of the Board meeting by ensuring sufficient security and identification procedures;
 - b. to ensure availability of proper and appropriate video conferencing or other audio-visual equipment or facilities for providing transmission of the communications for effective participation of the Members and other authorised participants at the Board meeting;
 - c. to store for safekeeping and marking the tape recordings or other electronic recording mechanism as part of the records of the Board at least upto the time of completion of audit of that particular financial year;
 - d. to ensure that no person other than the concerned Member, is attending or has access to the proceedings of the Board meeting through video conferencing mode or other audio-visual means; and
 - e. to ensure that the participants attending the Board meeting through audio-visual means are able to hear and see the other participants clearly during the course of the meeting:
- Provided that the persons, who are differently abled, may make request to the Chairperson and in his absence, to the Deputy Chairperson to allow a person to accompany him.
- (4) A Member intending to participate through video conferencing or audio- visual means shall communicate his intention to the Chairperson atleast two days in advance so that the Board is able to make suitable arrangements in this behalf and in the absence of any such intimation, itshall be assumed that the Member shall attend the meeting in person.
- (5) With respect to every Board meeting, the scheduled venue of the Board meeting conducted through video conferencing or other audio- visual means as set-forth in the notice convening such Board meeting shall be deemed to be the place of the said meeting and all recordings of the proceedings at that Board meeting shall be deemed to be made at such place.

Explanation- For the purposes of this regulation, the expression "video conferencing or other audio-visual means" shall mean the audio-visual electronic communication facility employed which enables all the persons

participating in a meeting to communicate concurrently with each other without an intermediary and to participate effectively in the meeting.

11. Honorarium for attending Board meetings-

- (1) The Chairperson, Deputy Chairperson and Members appointed under clauses (c), (e) and (f) of sub-section (1) of section 3 of the Act shall not be entitled to any sitting fees or honorarium for attending meetings of the Board.
- (2) The honorarium payable to the Independent Members referred to in clause (d) of sub-section (1) of section 3 of the Act, for attending meetings of the Board shall be at such rate as may be fixed by the Central Government from time to time in this behalf.

12. Powers of Board -

- (1) In furtherance to the powers provided under the Act, the Board shall perform the following functions for carrying of the provisions of the Act, namely:
 - a. to take note of the appointment or removal of any person to or in the office of the Chairperson, Deputy Chairperson and other Member of the Board;
 - b. to take note of appointment or removal of Visakhapatnam Port Authority's staff and employees;
 - c. to approve quarterly, half yearly and annual financial statements or financial results, as the case may be;
 - d. to archive the records of the Board meetings after such time and in such manner as the Board may deem fit;
 - e. to specify, by order, on the following matters relating to the administration or operations of the Visakhapatnam Port Authority, namely:-
 - i. stipulating the term, amount, denomination of and the form and manner in which, and the conditions subject to which the port securities can be issued and transferred;
 - ii. the power of one or two or more joint holders of any port security to grant receipts for any interest payable in respect of such security;
 - iii. the person, if any, authorised to sign, the manner in which his signature may be impressed and the mode of affixing the corporate seal and of attestation of documents relating to port securities issued or to be issued by the Visakhapatnam Port Authority;
 - iv. the manner in which payment of interest in respect of port securities is to be made, recorded and acknowledged;
 - v. the circumstances, manner, conditions and fee subject to which port securities may be renewed before further payment of interest thereon can be claimed or otherwise;
 - vi. the circumstances, manner, conditions and fee subject to which the duplicate port securities may be issued by the Visakhapatnam Port Authority in case of

- loss, theft or destruction of such securities and the proof of which is to be produced by a person applying for duplicate securities;
- vii. the nature and amount of indemnity to be given by a person applying for the payment of interest on port securities alleged to have been wholly or partly lost, stolen or destroyed, or for the issue of duplicate port securities;
 - viii. the conversion, consolidation or sub-division of port securities issued by the Visakhapatnam Port Authority, the conditions and the fee subject to which such port securities may be converted, consolidated or sub-divided and the issuance of new security or securities in lieu thereof;
 - ix. all matters connected with the grant of duplicate, renewed, converted, consolidated and sub-divided securities; and
 - x. The appointment, promotion, transfer, deputation, retirement, suspension, reduction in rank, compulsory retirement, removal, dismissal of employees of the Visakhapatnam Port Authority including the sanction of pay and allowances, leaves, pensions, gratuities, compassionate allowances, advances, and all other terms and conditions of service of employees of the Visakhapatnam Port Authority in pursuance of clause (b) of sub-section (1) of section 18 and for the purposes of section 20 of the Act.

13. Disclosure by a Member of his interest-

- (1) Every Member of the Board who becomes concerned or interested, whether financially or otherwise, which concern or interest is likely to affect prejudicially his functions as such Member, shall disclose his concern or interest to the Board forthwith when he becomes concerned or interested or at the first meeting of the Board held after he becomes so concerned or interested, and resign forthwith.
- (2) Where a Member is subject to an inquiry under sub-section (2) of section 5 of the Act, or has resigned due to any conflict of interest, or has made a disclosure of any such interest in respect of any agenda to be taken up in the Board meeting, such member shall abstain from participating and voting in the Board meeting until the resignation stands accepted by the Central Government in accordance with Section 8 of the Act or the conclusion of the enquiry under sub-section (2) of section 5 of the Act.

14. Minutes of proceedings of meeting of Board-

- (1) The Board shall cause the minutes of its proceedings of every meeting to be prepared, signed and kept at the principal office of the Visakhapatnam Port Authority within thirty days of the conclusion of every such meeting.
- (2) The minutes of proceedings of the meetings of the Board may also be kept by way of micro films or any other authentic modern means, or electronic form of safe storing and retrieval of records, or printed material produced by a computer, if the same is recognised under any law for the time being in force

- and subject to the conditions, restrictions or safeguards mentioned in such law.
- (3) The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.
 - (4) The minutes shall disclose the particulars of the Members who attended the meeting through video conferencing or other audio-visual means.
 - (5) The minutes shall also contain-
 - a. the names of the Members present at the meeting; and
 - b. in the case of each decision passed at the meeting, the names of the Members, if any, dissenting from, or not concurring with the decision.
 - (6) There shall not be included in the minutes, any matter which, in the opinion of the Chairperson or the person presiding the Board meeting-
 - a. is or could reasonably be regarded as defamatory of any person; or
 - b. is irrelevant or immaterial to the proceedings; or
 - c. is detrimental to the interests of the Visakhapatnam Port Authority.
 - (7) The Chairperson or the person presiding the Board meeting shall exercise absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in sub-regulation (6).
 - (8) The Designated Officer shall circulate the draft minutes of the Board meeting among all the Members within fifteen days of the meeting either in writing or in electronic mode for comments by the Members.
 - (9) Every member shall confirm or give his comments in writing about the proceedings of the particular meeting specified in the draft minutes, within ten days, after receipt of the draft minutes, failing which his approval shall be presumed.
 - (10) The minutes kept in accordance with the provisions of this regulation shall be evidence of the proceedings recorded therein and shall be duly authenticated with signatures of the Chairpersons.
 - (11) Where the minutes have been kept in accordance with sub-regulation (1) then, until the contrary is proved, the meeting shall be deemed to have been duly called and held, and all proceedings thereat to have duly taken place, and the decisions to have been duly taken.
 - (12) The Minutes shall contain only the matters required by this regulation of the proceedings of a meeting.

- (13) If the Board has agreed to cause the record of any meeting to be reported circulated or advertised, then the reporting circulation or advertisement shall be done at the expense of the Visakhapatnam Port Authority.

15. Invitees at meeting-

Any person, whose presence at a Board meeting is required for his advice or consultation, may be invited to attend the meeting by the Chairperson or the person presiding the Board meeting.

16. Miscellaneous-

- (1) The provisions of these regulations shall apply *mutatis mutandis* to meetings of committees, constituted under section 14 of the Act, save and except the provisions of the quorum.
- (2) The Board will stipulate the quorum requirements for meetings of each committee at the time of appointing a particular committee.
- (3) The Chairperson or in his absence the Deputy Chairperson of the Board may attend any committee meeting as *ex-officio* Member and whenever the Chairperson or Deputy Chairperson attends any committee meeting, he shall preside over that meeting.
- (4) No Member, other than the Chairperson or a person specifically authorised by him, shall give information to the press or any other public media on matters related to the working of the Visakhapatnam Port Authority or any decision taken at the Board or committee meetings.

Dr. M. ANGAMUTHU,
Chairperson of the Borad,
Visakhapatnam Port Authority.

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